FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM D



Actual or Estimated Date of Incorporation or Organization: [0.13]

Type of Business Organization

corporation

business trust

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTI

other (please specify):

Actual Estimated

peripheral blood, as well as research and development of cell-based therapeutics for autoimmune diseases, initially

limited partnership, already formed

Month

limited partnership, to be formed

OMB APPR	ROVAL
OMB Number:	3235-0076
Expires:	May 31, 2005
Estimated avera	ge burden
hours per respor	nse 16.00

SEC USE ONLY

No.4862 P. 2/13

1069308

 	FURSUANT TO REGULATION D	,
04047144	SECTION 4(6), AND/OR	DATE RECEIVED
	UNIFORM LIMITED OFFERING EXEM	1PTION L
Name of Offering (check if this	is an amendment and name has changed, and indicate change.)	P RECEIVED CO
Filing Under (Check box(cs) that appl Type of Filing: New Filing		OCT 1 4 2004
	A. BASIC IDENTIFICATION DATA	4
1. Enter the information requested a	about the issuer	170
Name of Issuer (check if this is : PharmaFrontiers Corp.	an amendment and name has changed, and indicate change)	
Address of Executive Offices	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
18205 Burkhardt Road, Tomball,	TX 77377	281-272-9331
Address of Principal Business Operati (if different from Executive Offices)	ons (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
Brief Description of Business		
_	stry, specifically the research and development of adult pl	uripotent adult stem cells derived from adult hum

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

Year

9 1

CN for Canada; FN for other foreign jurisdiction)

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

----- ATTENTION-

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

Enter the information requ		llowin	σ-						
 Each promoter of the 			a .						
- Duck promoter of the	issuer, if the is:	suer h	as been organized w	ithin	the past five years;				
Each beneficial ownc	r having the pow	er to s	ote or dispose, or di	rect th	c vote or disposition	of, 10	% or more o	f a clas	ss of equity securities of the issu
Hach executive office	r and director o	f corp	orate issuers and of	согра	rate general and man	naging	partners of	partne	ership issuers; and
Each general and man	naging partner o	f parti	nership issucrs.	-	_				-
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heck Box(es) that Apply [Promoter		Beneficial Owner	<u></u>	Executive Officer		Director		General and/or Managing Partner
ull Name (Last name first, if in arkesy, George R.	idividual)						· · · · · ·		
isiness or Residence Address 8205 Burkhardt Road, Tor			, City. State. Zip Co	ode)		-			
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ill Name (Last name first, if it	idividual)								
au, Warren C.									
isiness of Residence Address	(Number and	Street	City State Zip Co	odc)					
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3205 Burkhardt Road, Tom	ball TX 77377	7							
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III Name (Last name first, if in	dividual)								
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siness or Residence Address 205 Burkhardt Road, Tom	•		City, State, Zip Coo	le)			- 		
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		A, BASIC TD	ENDERGO TION DATA		rational literature and the second se
2. Enter the information	requested for the fo	llowing:			
 Each promoter of 	the issuer, if the is	suer has been organized w	ithin the past five years;		
 Each heneficial or 	wner having the pov	ver to vote or dispose, or di	rect the vote or disposition	of, 10% or more of	fa class of equity securities of the issuer
Each executive of	fficer and director o	f corporate issuers and of	corporate general and man	naging partners of	partnership issuers; and
• Each general and	managing partner of	of partnership issuers.			
Check Box(es) that Apply	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner

Full Name (Last name first, Rouse, Bill	if individual)				
Business or Residence Addr 18205 Burkhardt Road,	•		ode)		
Check Box(es) that Apply	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, Williams, Jim	if individual)		—		
Business or Residence Addre 18205 Burkhardt Road, T			ode)		
Check Box(es) that Apply	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, Rill, Donna	if individual)			**	
Business or Residence Addre	css (Number and	Street, City, State, Zip Co	de)		
18205 Burkhardt Road, T	omball, TX 7737	7			
Check Box(es) that Apply	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
Business or Residence Addre	ss (Number and	Stroot. City. State, Zip Co	dc)		
Check Box(cs) that Apply	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Pull Name (Last name first, i	f individual)				
Business or Residence Addre	ss (Number and	Street, City, State, Zip Co	de)		
Check Box(es) that Apply	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)		(1)		
Business or Residence Addre	ss (Number and	Street, City, State, Zip Co.	de)		
Check Box(es) that Apply	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first. i	f individual)	- 1			<u> </u>
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2.	What is	the minin	num investi	nent that v	vill be acce	pted from	any individ	dual?		100 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1		. \$ <u></u>	,000.00
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	(Check	"All State	s" or check	individual	States).							Al	1 States
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Full	Name ()	Last name	first, if indi	(vidual)			- 				1011 1011		
Busi	ness or	Residence	Address (I	Number an	d Street, C	ity, State, 2	(ip Code)						
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l	RI	(SC)	SD	TN	TX	UT	[VT]	\overline{VA}	[WA]	WV	WI	WY	PR

COPPURING PRICE NUMBEROF INVESTORS EXPENSES AND USE OF PROCEEDS

1	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check		
	this box and indicate in the columns below the amounts of the securities offered for exchange and		
	already exchanged.	Aggregate	Amount Already
	Type of Security	Offering Price	Sold
	Debt	\$ 1,610,000.00	\$ 1,610,000.00
	Equity		\$
	Common Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests		
	Other (Specify)		
	Total	1,610,000.00	\$ 1,610,000.00
	Answer also in Appendix, Column 3, if filing under ULOE.		The state of the s
2	Enter the number of accredited and non-accredited investors who have purchased securities in this		
	offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero"		
		Number	Aggregate Dollar Amount
		Investors	of Purchases
	Accredited Investors	17	\$_1,610,000.00
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)	17	<u>\$_1,610,000.00</u>
	Answer also in Appendix, Column 4, if filing under ULOE.		
3	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C Question 1.		
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505	•	\$
	Regulation A		\$
	Rule 504		\$
	Total		\$ 0.00
4			\$ <u></u>
₹	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fccs		\$_0.00
	Printing and Engraving Costs		\$_0.00
	Legal Fees		\$ 10,000.00
	Accounting Fees		\$_0.00
	Engineering Fees		\$_0.00
	Sales Commissions (specify finders' fees separately)		\$_60,300.00
	Other Expenses (identify) Texas State Sec. Bd. Filing Fees		§ 500.00
	Total		\$ 70,800.00
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C. OEFFRING PRICE NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	b. Enter the difference between the aggregated and total expenses furnished in response to Paproceeds to the issuer."		"adjusted gross	1,539,200.00
5.	Indicate below the amount of the adjusted g each of the purposes shown. If the amoun check the hox to the left of the estimate. The proceeds to the issuer set forth in response	at for any purpose is not known, furnish a total of the payments listed must equal the	n estimate and	
			Payments to Officers. Directors, & Affiliates	Payments to Others
	Salaries and fees		\$	_ 🗆 \$
	Purchase of real estate		<u></u>	
	Purchase, rental or leasing and installation and equipment			
	Construction or leasing of plant buildings	and facilities		
	Acquisition of other businesses (including offering that may be used in exchange for t issuer pursuant to a merger)	the assets or securities of another		_ □\$
	Repayment of indebtedness			_
	Working capital			
	Other (specify):		-	_
	Column Totals	e carret una constanta de la contracta de la Constanta doma del como una contracta de la constanta de la const		00.00 s 0.00
	Total Payments Listed (column totals added	d)	s <u>_1</u>	,539,200.00
	or the other property of the state of the st	D. FEDERAL SIGNATURE		
The sign	issuer has duly caused this notice to be signed ature constitutes an undertaking by the issue information furnished by the issuer to any n	d by the undersigned duly authorized persor to furnish to the U.S. Securities and Exe	n. If this notice is filed under R hange Commission, upon writt	ule 505, the following
Issu	er (Print or Type)	Signatur4,	Date /	,
Pha	rmaFrontiers Corp.	Whater	10/13/2	004
Nan	e of Signer (Print or Type)	Title of Signer (Print or Type)		

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				7 CFR 230.262 pre				 	Yes	No	·

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See Appendix, Column 5, for state response.

provisions of such rule?

- The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239 500) at such times as required by state law
- 3 The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
PharmaFrontiers Corp.	Mikaun	10/13/2004
Name (Print or Type)	Title (Print or Type)	1807
Charles William Kouse	CFO. Secretary	•

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or hear typed or printed signatures.

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i	Intend to non-a investor:	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)			5 Disqualification under State ULOI (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
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1	Intend to non-a investor	2 d to sell accredited rs in State 8-Item 1)	ited offering price tate offered in state		4 Type of investor and amount purchased in State (Part C-Item 2)				
State	Yes	No	·	Number of Accredited Non-Accredited Investors Amount Investors Am				Yes	No
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I	to non-a	d to sell accredited as in State 3-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No		
WY											